

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of WARDCON, INC. a Washington corporation into WARDCON, INC. an Idaho corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of merger.

Dated: April 22, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davies*

ARTICLES OF MERGER

RECEIVED
SEC. OF STATE

93 APR 22 AM 8 22

The undersigned corporations, acting under authority of Resolutions duly adopted by the Shareholders of both corporations in accordance with Idaho Code 30-1-73 and RCW 23B.11.030, hereby submit in duplicate the following Articles of Merger for such Corporations in accordance with Idaho Code 30-1-74(b) and RCW 23B.11.050, to-wit:

I. The plan of merger is as follows:

MERGER AGREEMENT

THIS MERGER AGREEMENT dated this 31st day of March, 1993 is between Wardcon, Inc., a Washington corporation, hereinafter designated as "Wardcon(WA)" or "the merging corporation" and Wardcon, Incorporated, an Idaho corporation, hereinafter designated as "Wardcon(ID)" or "the surviving corporation."

IT IS MADE with reference to the following facts:

- A. Wardcon(ID) is a corporation organized and existing under the laws of the State of Idaho. It has authorized capital stock consisting of 100,000 common shares which have no par value. 343 of such common shares are duly issued and outstanding.
- B. Wardcon(WA) is a corporation organized and existing under the laws of the State of Washington. It has authorized capital stock consisting of 100,000 common shares which have no par value. 343 of such common shares are duly issued and outstanding.
- C. The Boards of Directors of Wardcon(ID) and Wardcon(WA), the parties to this Agreement, deem it desirable and in the best interests of the corporations and their shareholders that Wardcon(WA) be merged into Wardcon(ID) pursuant to the provisions of RCW 23B.11.010 and Idaho Code 30-1-77.

IT IS THEREFORE AGREED AS FOLLOWS:

1. Merger

Wardcon(WA) shall be merged into Wardcon(ID), the surviving corporation, in order to form a single corporation.

2. Surviving Corporation

Wardcon(ID) shall survive the merger pursuant to the provisions of Idaho Code 30-1-76. On the effective date of the merger, the separate corporate existence of Wardcon(WA) shall cease, and Wardcon(ID) shall become the owner, without other transfer, of all rights and property of the merging corporation, and Wardcon(ID) shall become subject to all the debts and liabilities of the merging corporation in the same manner as if Wardcon(ID) had itself incurred them.

3. Bylaws

The Bylaws of Wardcon(ID) as in effect on the effective date shall be the Bylaws of the surviving corporation until they shall be altered, amended or revoked or until new Bylaws

WARDCON, INCORPORATED
ARTICLES OF MERGER
Page Two

are properly adopted.

4. Board of Directors

The names and addresses of the persons who shall constitute the Board of Directors of the surviving corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Wardell	802 W. Kidd Island Bay Road Coeur d'Alene, Idaho 83814
Gay J. Wardell	802 W. Kidd Island Bay Road Coeur d'Alene, Idaho 83814
Michael S. Wardell	1428 Hickory St. Roseville, California 95678
Jodi S. Wardell	1921 St. Maries St. Coeur d'Alene, Idaho 83814

5. Shares of the Surviving Corporation

The method of converting the shares of the merged corporation into the shares of the surviving corporation shall be as follows: Upon the effective date of the merger, each share of common stock of the merged corporation shall automatically be converted into the right to receive one common share of the surviving corporation. Any and all shares of common stock of the merged corporation shall forthwith be surrendered to the surviving corporation for cancellation. The surviving corporation, in consideration for the shares of the merged corporation, shall deliver to the shareholders of the merged corporation 343 shares of the common stock of the surviving corporation.

6. Cancellation of Wardcon(WA) Shares

All authorized and outstanding common shares of Wardcon(WA), and all rights in respect thereof, shall be cancelled on the effective date of the merger and the certificates representing the shares shall be surrendered and cancelled.

7. Effective Date of Merger

This Merger Agreement will be submitted to the Board of Directors and Shareholders of each corporation as provided by law. If and when such required approval is obtained, the Merger will take effect upon issuance of a Certificate of Merger of Wardcon(WA) into Wardcon(ID) by the Secretary of State of Idaho.

8. Abandonment

The Directors of either merging corporation may, in their discretion, abandon this merger, subject to the rights of third parties in contracts relating to the merger, without further

WARDCON, INCORPORATED
ARTICLES OF MERGER
Page Three

action or approval by the shareholders of the corporation they represent, at any time before the merger has been completed.

9. Counterparts

This Merger Agreement may be executed in any number of counterparts and all such counterparts and copies shall constitute an original instrument.


II. On the 25th day of March, 1993, a Plan of Merger was delivered to all Shareholders of both corporations.


III. All Shareholders waived the 20 day statutory notice period under Idaho Code 31-1-73 and all outstanding shares voted to approve the merger as indicated in Minutes of a Special Meeting of such Shareholders held on the 29th day of March, 1993.

IV. All Shareholders waived the statutory notice period under RCW 23B.07.050 and all outstanding shares voted to approve the merger as indicated in Minutes of a Special Meeting of such Shareholders held on the 29th day of March, 1993.

**EXECUTION AND VERIFICATION OF ARTICLES
BY CORPORATE OFFICERS**

WARDCON, INC. (WASHINGTON)

By 
Michael J. Wardell
Its President


By 
Gay J. Wardell
Its Secretary

ATTEST:


Gay J. Wardell, Secretary

WARDCON, INCORPORATED (IDAHO)

By 
Michael J. Wardell
Its President

By 
Gay J. Wardell
Its Secretary

ATTEST:


Gay J. Wardell, Secretary

WARDCON, INCORPORATED
ARTICLES OF MERGER
Page Four

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

I, Theresa A Carroll, a notary public, do hereby certify that on this 20th day of April, 1993, personally appeared before me Michael J. Wardell who, being by me first duly sworn, declared that he is the President of Wardcon, Incorporated, an Idaho corporation, and also of Wardcon, Inc., a Washington corporation, that he signed the foregoing document as President of both above-named corporations, and that the statements therein contained are true.

DATE: 4/20/93

Theresa A Carroll
NOTARY PUBLIC for Idaho

Residing at: 218 Lakeside
COA, Id 83814

My Commission Expires: 10/13/98

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

I, Theresa A. Carroll, a notary public, do hereby certify that on this 20th day of April, 1993, personally appeared before me Gay J. Wardell who, being by me first duly sworn, declared that she is the Secretary of Wardcon, Incorporated, an Idaho corporation, and Wardcon, Inc., a Washington corporation, that she signed the foregoing document as Secretary of both of the above-named corporations, and that the statements therein contained are true.

DATE: 4/20/93

Theresa Carroll
NOTARY PUBLIC for Idaho

Residing at: 218 Lakeside
COA, Id 83814

My Commission Expires: 10/13/98

-END-